

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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|---|---|------------------------|
| _____ |) | |
| In re: |) | Case No. 12-12020 (MG) |
| |) | |
| RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , |) | Chapter 11 |
| |) | |
| Debtors. |) | Jointly Administered |
| _____ |) | |

**ORDER GRANTING DEBTORS' THIRD OMNIBUS OBJECTION TO CLAIMS
(AMENDED AND SUPERSEDED CLAIMS)**

Upon the third omnibus objection to claims, dated May 1, 2013 (the "Third Omnibus Claims Objection"),¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the "Procedures Order"), disallowing and expunging the Amended and Superseded Claims on the basis that such claims have been amended and superseded by at least one subsequently-filed, corresponding claim, all as more fully described in the Third Omnibus Claims Objection; and it appearing that this Court has jurisdiction to consider the Third Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Third Omnibus Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Third Omnibus Claims Objection having been provided,

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' Third Omnibus Claims Objection.

and it appearing that no other or further notice need be provided; upon consideration of the Third Omnibus Claims Objection and the Declaration of Deanna Horst in Support of the Debtors' Third Omnibus Objection to Claims (Amended and Superseded Claims), annexed to the Third Omnibus Claims Objection as Exhibit 1; and the Court having found and determined that the relief sought in the Third Omnibus Claims Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Third Omnibus Claims Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Third Omnibus Claims Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit A annexed hereto under the heading "Claims to be Disallowed and Expunged" (collectively, the "Amended and Superseded Claims") are disallowed and expunged; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, is directed to disallow and expunge the Amended and Superseded Claims identified on the schedule attached as Exhibit A hereto so that such claims are no longer maintained on the Debtors' claims register; and it is further

ORDERED that the claims listed on Exhibit A annexed hereto under the heading "Surviving Claims" (collectively, the "Surviving Claims") will remain on the claims register, and such claims are neither allowed nor disallowed at this time; and it is further

ORDERED that the disallowance and expungement of the Amended and Superseded Claims does not constitute any admission or finding with respect to any of the Surviving Claims; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Third Omnibus Claims Objection as provided therein shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket No. 141], the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of any Surviving Claims, and all rights to object on any basis are expressly reserved with respect to any Surviving Claim listed on Exhibit A annexed hereto or any other claim not listed on Exhibit A; and it is further

ORDERED that this Order shall be a final order with respect to each of the Amended and Superseded Claims identified on Exhibit A, annexed hereto, as if each such Amended and Superseded Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: June 6, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit A

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|--|--------------|------------|--|----------------------------------|----------------------|-------------------------|--|--------------|------------|--|----------------------------------|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 1 | ANTHONY KELLER LAW OFFICE PO BOX 6454 MAYAGUEZ, PR 00681 | 4962 | 11/15/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$100,000,000.00 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | Anthony Keller Law Office Rebecca Keller PO Box 16063 San Juan, PR 00908-6063 | 5866 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Capital, LLC | 12-12020 |
| 2 | Asset Management Fund d/b/a AMF Funds AMF Intermediate Mortgage Fund AMF Ultra Short Mortgage Fund Labaton Sucharow LLP 140 Broadway New York, NY 10005 | 2647 | 11/08/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | Asset Management Fund d/b/a AMF Funds AMF Intermediate Mortgage Fund AMF Ultra Short Mortgage Fund Labaton Sucharow LLP 140 Broadway New York, NY 10005 | 2927 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 3 | Banc of America Funding Corporation Jill Fairbrother Assistant General Counsel Global Banking & Markets Litigation Bank of America 50 Rockefeller Plaza, NY1-050-07-01 New York, NY 10020 | 2736 | 11/08/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | Banc of America Funding Corporation Jill Fairbrother Assistant General Counsel Global Banking & Markets Litigation Bank of America 50 Rockefeller Plaza, NY1-050-07-01 New York, NY 10020 | 5888 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 4 | Bexar County David G. Aelvoet Linebarger Goggan Blair & Sampson, LLP 711 Navarro Ste 300 San Antonio, TX 78205 | 84 | 06/12/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$58,719.70 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Bexar County David G. Aelvoet Linebarger Goggan Blair & Sampson, LLP 711 Navarro Ste 300 San Antonio, TX 78205 | 5748 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$26,324.75 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 5 | City of Alton Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 197 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$579.66 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | City of Alton Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5924 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$580.72 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 6 | City of El Paso David G. Aelvoet Linebarger Goggan Blair & Sampson, LLP 711 Navarro Ste 300 San Antonio, TX 78205 | 70 | 06/08/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$10,872.95 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | City of El Paso David G. Aelvoet Linebarger Goggan Blair & Sampson, LLP 711 Navarro Ste 300 San Antonio, TX 78205 | 5765 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$12,878.54 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 7 | City of El Paso David G. Aelvoet Linebarger Goggan Blair & Sampson, LLP 711 Navarro Ste 300 San Antonio, TX 78205 | 176 | 06/26/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | City of El Paso David G. Aelvoet Linebarger Goggan Blair & Sampson, LLP 711 Navarro Ste 300 San Antonio, TX 78205 | 5761 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$3,280.99 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 |
| 8 | City of Elsa Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 200 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,769.66 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | City of Elsa Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5926 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,767.75 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 9 | City of McAllen Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 192 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$420.82 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | City of McAllen Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5921 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$420.82 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|--|--------------|------------|--|--|----------------------|-------------------------|---|--------------|------------|--|--|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 10 | City of Memphis Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 58 | 06/04/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,401.29 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | City of Memphis Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 1207 | 10/15/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,463.68 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 11 | City of Memphis Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 92 | 06/14/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$7,518.29 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | City of Memphis Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 1227 | 10/15/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$3,188.17 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 12 | City of Memphis Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 1227 | 10/15/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$3,188.17 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | City of Memphis Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 4890 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$3,215.23 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 13 | City of San Juan Diane W. Sanders Linebarger Goggan Blair & Sampson LLP P.O. Box 17428 Austin, TX 78760-7428 | 179 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$483.91 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | City of San Juan Diane W. Sanders Linebarger Goggan Blair & Sampson LLP P.O. Box 17428 Austin, TX 78760-7428 | 5937 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$500.11 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 14 | Commonwealth of Massachusetts (through the Office of the Attorney General) Justin Lowe, AAG Office of the Attorney General One Ashburton Place Boston, MA 02108 | 5783 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Commonwealth of Massachusetts (through the Office of the Attorney General) Justin Lowe Office of the Attorney General One Ashburton Place Boston, MA 02108 | 6025 | 11/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 15 | Cypress - Fairbanks ISD John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 41 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$5,696.38 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Cypress - Fairbanks ISD John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5818 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$6,045.35 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 16 | Cypress - Fairbanks ISD John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 42 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$3,468.71 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | Cypress - Fairbanks ISD John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5827 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$3,415.91 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 17 | Dallas County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 28 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$11,498.52 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | Dallas County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 4891 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$11,531.91 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 18 | DIVISION OF WATER PO BOX 94540 CLEVELAND, OH 44101 | 975 | 10/05/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$532.16 General Unsecured | Homecomings Financial, LLC | 12-12042 | Amended / Superseded | DIVISION OF WATER PO BOX 94540 CLEVELAND, OH 44101 | 1053 | 10/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$532.16 General Unsecured | Homecomings Financial, LLC | 12-12042 |

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|---|--------------|------------|--|----------------------------------|----------------------|-------------------------|---|--------------|------------|--|----------------------------------|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 19 | ECTOR CAD DAVID G. AELVOET LINEBARGER GOGGAN BLAIR & SAMPSON, LLP 711 NAVARRO STE 300 SAN ANTONIO, TX 78205 | 174 | 06/26/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured | Homecomings Financial, LLC | 12-12042 | Amended / Superseded | ECTOR CAD DAVID G. AELVOET LINEBARGER GOGGAN BLAIR & SAMPSON, LLP 711 NAVARRO STE 300 SAN ANTONIO, TX 78205 | 5777 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$9,686.94 Secured \$0.00 Priority \$0.00 General Unsecured | Homecomings Financial, LLC | 12-12042 |
| 20 | Edcouch - Elsa ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 202 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$2,060.03 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Edcouch - Elsa ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5925 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$2,246.30 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 21 | European Capital Partners Inc. 8280 Florence Ave Suite 205 Downey, CA 90041 | 5293 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,223,221.89 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | European Capital Partners Inc. 8280 Florence Ave Suite 205 Downey, CA 90041 | 5415 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,223,221.89 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 22 | Falls County Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 181 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$17.08 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Falls County Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5927 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$17.31 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 23 | Fort Bend County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston , TX 77253-3064 | 32 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$2,865.11 Secured \$0.00 Priority \$0.00 General Unsecured | PATI Real Estate Holdings, LLC | 12-12047 | Amended / Superseded | Fort Bend County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5740 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,637.73 Secured \$0.00 Priority \$0.00 General Unsecured | PATI Real Estate Holdings, LLC | 12-12047 |
| 24 | Fort Bend County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston , TX 77253-3064 | 39 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$6,750.51 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Fort Bend County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston , TX 77253-3064 | 5820 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,598.26 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 25 | Fort Bend County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston , TX 77253-3064 | 44 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$450.06 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | Fort Bend County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston , TX 77253-3064 | 5821 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$535.70 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 26 | Fulton County Tax Commissioner 141 Pryor St Suite 1113 Atlanta, GA 30303 | 1934 | 10/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$9,128.01 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Fulton County Tax Commissioner 141 Pryor St Suite 1115 Atlanta, GA 30303 | 2890 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$6,404.69 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 27 | Galveston County John P. Dillman Linebarger Goggan Blair & Sampson LLP P.O. Box 3064 Houston, TX 77253-3064 | 35 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$7,480.15 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Galveston County John P. Dillman Linebarger Goggan Blair & Sampson LLP P.O. Box 3064 Houston, TX 77253-3064 | 5822 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$8,189.22 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|--|--------------|------------|--|--|----------------------|-------------------------|--|--------------|------------|---|--|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 28 | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 30 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$6,931.50 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Real Estate Holdings, LLC | 12-12062 | Amended / Superseded | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5739 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$2,090.90 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Real Estate Holdings, LLC | 12-12062 |
| 29 | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 33 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$588.24 Secured \$0.00 Priority \$0.00 General Unsecured | Homecomings Financial, LLC | 12-12042 | Amended / Superseded | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5733 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$587.97 Secured \$0.00 Priority \$0.00 General Unsecured | Homecomings Financial, LLC | 12-12042 |
| 30 | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 36 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$48,174.48 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5819 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$33,243.60 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 31 | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 40 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$9,445.09 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Model Home Finance I, LLC | 12-12030 | Amended / Superseded | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5826 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$7,423.51 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Model Home Finance I, LLC | 12-12030 |
| 32 | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 43 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$4,497.33 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | Harris County, et al John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5825 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,923.26 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 33 | Hernando County Tax Collector 20 N Main St Room 112 Brooksville, FL 34601-2892 | 137 | 06/18/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured | EPRE LLC | 12-12024 | Amended / Superseded | Hernando County Tax Collector 20 N Main St Room 112 Brooksville, FL 34601-2892 | 314 | 07/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured | EPRE LLC | 12-12024 |
| 34 | Hidalgo Co ESD # 02 Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 201 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$60.06 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Hidalgo Co ESD # 02 Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5928 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$64.46 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 35 | Hidalgo County John T. Banks Perdue, Brandon, Fielder, Collins & Mott, L.L.P. 3301 Northland Drive Suite 505 Austin, TX 78731 | 80 | 06/11/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$5,695.69 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Hidalgo County John T. Banks Perdue, Brandon, Fielder, Collins & Mott, L.L.P. 3301 Northland Drive Suite 505 Austin, TX 78731 | 6322 | 12/04/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,637.70 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 36 | Hidalgo County John T. Banks Perdue, Brandon, Fielder, Collins & Mott, L.L.P. 3301 Northland Drive Suite 505 Austin, TX 78731 | 81 | 06/11/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,443.22 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | Hidalgo County John T. Banks Perdue, Brandon, Fielder, Collins & Mott, L.L.P. 3301 Northland Drive Suite 505 Austin, TX 78731 | 6320 | 12/04/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$648.84 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|--|--------------|------------|---|--|----------------------|-------------------------|--|--------------|------------|--|--|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 37 | Hunt County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 686 | 09/24/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$542.04 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Hunt County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 4880 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$38,718.22 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 38 | Judson ISD David G. Aelvoet Linebarger Goggan Blair & Sampson, LLP 711 Navarro Ste 300 San Antonio, TX 78205 | 85 | 06/12/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,114.69 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Judson ISD David G. Aelvoet Linebarger Goggan Blair & Sampson, LLP 711 Navarro Ste 300 San Antonio, TX 78205 | 5780 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,055.78 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 39 | LA JOYA ISD DIANE W. SANDERS LINEBARGER GOGGAN BLAIR & SAMPSON, LLP P.O. BOX 17428 AUSTIN, TX 78760-7428 | 185 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$900.20 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | LA JOYA ISD DIANE W. SANDERS LINEBARGER GOGGAN BLAIR & SAMPSON, LLP P.O. BOX 17428 AUSTIN, TX 78760-7428 | 5929 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$927.06 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 40 | Limestone County Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 196 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$847.68 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Limestone County Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5930 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,024.87 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 41 | McAllen Independent School District John T. Banks Perdue, Brandon, Fielder, Collins & Mott, L.L.P. 3301 Northland Drive Suite 505 Austin, TX 78731 | 78 | 06/11/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$2,534.80 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | McAllen Independent School District John T. Banks Perdue, Brandon, Fielder, Collins & Mott, L.L.P. 3301 Northland Drive Suite 505 Austin, TX 78731 | 6323 | 12/04/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,136.68 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 42 | Mission CISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 188 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$791.82 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Mission CISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5931 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$793.88 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 43 | Montgomery County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 37 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$26,780.82 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Montgomery County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5824 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$4,114.88 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 44 | Montgomery County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 45 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$8,985.97 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | Montgomery County John P. Dillman Linebarger Goggan Blair & Sampson, LLP P.O. Box 3064 Houston, TX 77253-3064 | 5828 | 11/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$4,205.02 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 45 | New York State Department of Taxation & Finance Bankruptcy Section PO Box 5300 Albany, NY 12205-0300 | 223 | 07/02/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$151.82 Priority \$521.67 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | New York State Department of Taxation and Finance Bankruptcy Section PO Box 5300 Albany, NY 12205-0300 | 6436 | 01/22/2013 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$151.82 Priority \$1,121.67 General Unsecured | GMAC Mortgage, LLC | 12-12032 |

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|---|--------------|------------|--|--------------------------|----------------------|-------------------------|---|--------------|------------|--|--------------------------|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 46 | New York State Department of Taxation and Finance Bankruptcy Section PO Box 5300 Albany, NY 12205-0300 | 6436 | 01/22/2013 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$151.82 Priority \$1,121.67 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | New York State Department of Taxation and Finance Bankruptcy Section PO Box 5300 Albany, NY 12205-0300 | 6852 | 05/16/2013 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$151.55 Priority \$496.02 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 47 | Northwest ISD Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 687 | 09/24/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$12,120.76 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Northwest ISD Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 4881 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$11,914.10 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 48 | Nueces County Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 191 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$22,931.14 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Nueces County Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5918 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,475.00 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 49 | ORANGE COUNTY TREASURER-TAX COLLECTOR ATTN BANKRUPTCY UNIT P.O. BOX 1438 SANTA ANA, CA 92702 | 175 | 06/26/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$18,684.12 Secured \$37,073.58 Priority \$221.24 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | ORANGE COUNTY TREASURER-TAX COLLECTOR ATTN BANKRUPTCY UNIT P.O. BOX 1438 SANTA ANA, CA 92702 | 5881 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$520.37 Secured \$18.70 Priority \$4,162.86 General Unsecured | Residential Capital, LLC | 12-12020 |
| 50 | Pharr - San Juan - Alamo ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 178 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$890.51 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Pharr - San Juan - Alamo ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5932 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$920.31 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 51 | Prodigus Opportunity Fund, LLC 402 Macy Dr Rosewell, GA 30076-6353 | 103 | 06/15/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,366,567.28 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Prodigus Opportunity Fund, LLC 402 Macy Dr Rosewell, GA 30076-6353 | 2520 | 11/06/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,401,964.43 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 52 | Prodigus Opportunity Fund, LLC 402 Macy Dr Rosewell, GA 30076-6353 | 2575 | 11/06/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,366,567.28 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Prodigus Opportunity Fund, LLC 402 Macy Dr Rosewell, GA 30076-6353 | 2520 | 11/06/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,401,964.43 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 53 | Rio Grande City CISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 284 | 07/17/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$899.98 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Rio Grande City CISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5933 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$111.80 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 54 | Round Rock ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 187 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$3,139.99 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Round Rock ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5936 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured W/D Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|---|--------------|------------|--|----------------------------------|----------------------|-------------------------|---|--------------|------------|--|----------------------------------|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 55 | Seminole County Tax Collector Ray Valdes 1101 East First Street PO Box 630 Sanford, FL 32772 | 157 | 06/22/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,954.67 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | Seminole County Tax Collector Ray Valdes 1101 East First Street PO Box 630 Sanford, FL 32772 | 6438 | 01/18/2013 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,832.57 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 |
| 56 | Seminole County Tax Collector Ray Valdes 1101 East First Street PO Box 630 Sanford, FL 32772 | 158 | 06/22/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,536.31 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | Seminole County Tax Collector Ray Valdes 1101 East First Street PO Box 630 Sanford, FL 32772 | 6437 | 01/18/2013 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,938.93 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 |
| 57 | Shabbir A. Khan, San Joaquin County Tax Collector P.O. Box 2169 Stockton, CA 95201-2169 | 2205 | 11/05/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$200,066.90 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Shabbir A. Khan, San Joaquin County Tax Collector P.O. Box 2169 Stockton, CA 95201-2169 | 6447 | 02/07/2013 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$215,483.70 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 58 | Sharyland ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 180 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$5,936.10 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Sharyland ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5938 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$6,666.42 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 59 | South Texas College Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 189 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,795.07 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | South Texas College Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5917 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,441.65 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 60 | South Texas College Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 195 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$147.04 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | South Texas College Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5920 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$147.04 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 61 | South Texas ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 184 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$586.05 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | South Texas ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5922 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$470.67 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 62 | South Texas ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 194 | 06/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$48.00 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | South Texas ISD Diane W. Sanders Linebarger Goggan Blair & Sampson, LLP P.O. Box 17428 Austin, TX 78760-7428 | 5915 | 11/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$48.00 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 63 | State of New York Department of Labor Unemployment Insurance Division Governor W. Averell Harriman State Office Building Campus Building 12, Room 256 Albany, NY 12240 | 363 | 07/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$208.33 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | State of New York Department of Labor Unemployment Insurance Division Governor W. Averell Harriman State Office Building Campus Building 12, Room 256 Albany, NY 12240 | 6342 | 12/10/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$265.69 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|--|--------------|------------|--|-------------------------------------|----------------------|-------------------------|--|--------------|------------|--|-------------------------------------|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 64 | Susan Marie Gray, Attorney at Law 22255 Center Ridge Road, Suite 201 Rocky River, OH 44116 | 2453 | 11/06/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,481.59 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Susan Marie Gray, Attorney at Law 22255 Center Ridge Road, Suite 201 Rocky River, OH 44116 | 4758 | 11/14/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,481.59 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 65 | Susan Marie Gray, Attorney at Law 22255 Center Ridge Road, Suite 201 Rocky River, OH 44116 | 2456 | 11/06/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,481.59 General Unsecured | Homecomings Financial, LLC | 12-12042 | Amended / Superseded | Susan Marie Gray, Attorney at Law 22255 Center Ridge Road, Suite 201 Rocky River, OH 44116 | 4757 | 11/14/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,481.59 General Unsecured | Homecomings Financial, LLC | 12-12042 |
| 66 | Susan Marie Gray, Attorney at Law 22255 Center Ridge Road, Suite 201 Rocky River, OH 44116 | 3954 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,481.59 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Susan Marie Gray, Attorney at Law 22255 Center Ridge Road, Suite 201 Rocky River, OH 44116 | 4758 | 11/14/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,481.59 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 67 | Susan Marie Gray, Attorney at Law 22255 Center Ridge Road, Suite 201 Rocky River, OH 44116 | 4084 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,481.59 General Unsecured | Homecomings Financial, LLC | 12-12042 | Amended / Superseded | Susan Marie Gray, Attorney at Law 22255 Center Ridge Road, Suite 201 Rocky River, OH 44116 | 4757 | 11/14/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,481.59 General Unsecured | Homecomings Financial, LLC | 12-12042 |
| 68 | Tarrant County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 26 | 05/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$45,404.60 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Tarrant County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 5809 | 11/20/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$9,077.94 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 69 | Tarrant County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 60 | 06/04/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$3,416.01 Secured \$0.00 Priority \$0.00 General Unsecured | Homecomings Financial, LLC | 12-12042 | Amended / Superseded | Tarrant County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 4889 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$2,916.19 Secured \$0.00 Priority \$0.00 General Unsecured | Homecomings Financial, LLC | 12-12042 |
| 70 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 390 | 08/13/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$500,000.00 Priority \$0.00 General Unsecured | GMACR Mortgage Products, LLC | 12-12037 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6098 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | GMACR Mortgage Products, LLC | 12-12037 |
| 71 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 391 | 08/13/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$500,000.00 Priority \$0.00 General Unsecured | Homecomings Financial, LLC | 12-12042 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6099 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | Homecomings Financial, LLC | 12-12042 |
| 72 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 394 | 08/13/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$500,000.00 Priority \$0.00 General Unsecured | RFC Construction Funding, LLC | 12-12069 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6104 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | RFC Construction Funding, LLC | 12-12069 |

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|--|--------------|------------|--|--|----------------------|-------------------------|--|--------------|------------|--|--|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 73 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 395 | 08/13/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$500,000.00 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6103 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | Residential Funding Company, LLC | 12-12019 |
| 74 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 396 | 08/13/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$500,000.00 Priority \$0.00 General Unsecured | Residential Consumer Services of Texas, LLC | 12-12057 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6102 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | Residential Consumer Services of Texas, LLC | 12-12057 |
| 75 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 397 | 08/13/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$500,000.00 Priority \$0.00 General Unsecured | PATI Real Estate Holdings, LLC | 12-12047 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6101 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | PATI Real Estate Holdings, LLC | 12-12047 |
| 76 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 398 | 08/13/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$500,000.00 Priority \$0.00 General Unsecured | DOA Properties IX (Lots-Other), LLC | 12-12023 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6095 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | DOA Properties IX (Lots-Other), LLC | 12-12023 |
| 77 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 399 | 08/13/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$500,000.00 Priority \$0.00 General Unsecured | Executive Trustee Services, LLC | 12-12028 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6096 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | Executive Trustee Services, LLC | 12-12028 |
| 78 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 400 | 08/13/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$500,000.00 Priority \$0.00 General Unsecured | Ladue Associates, Inc. | 12-12043 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6100 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | Ladue Associates, Inc. | 12-12043 |
| 79 | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 402 | 08/06/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$500,000.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Texas Comptroller of Public Accounts Office of the Attorney General Bankruptcy - Collections Division P.O. Box 12548 Austin, TX 78711-2548 | 6097 | 11/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,617,207.41 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 80 | Thomas C. Melzer c/o Lloyd A. Palans, Esq. Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104 | 4440 | 11/12/2012 | UNLIQUIDATED Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | Thomas C. Melzer c/o Lloyd A. Palans, Esq. Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104 | 6401 | 12/27/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 |
| 81 | Thomas Jacob c/o Lloyd A. Palans, Esq. Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104 | 4441 | 11/12/2012 | UNLIQUIDATED Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | Thomas Jacob c/o Lloyd A. Palans, Esq. Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104 | 6400 | 12/27/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 |

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRD OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

| Claims to be Disallowed | | | | | | | | Surviving Claims | | | | | |
|-------------------------|--|--------------|------------|---|--------------------------------|----------------------|-------------------------|--|--------------|------------|---|--------------------------------|----------------------|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number | Reason for Disallowance | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number |
| 82 | TW Telecom Inc. 10475 Park Meadows Drive Littleton, CO 80124 | 73 | 06/08/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$7,854.15 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | TW Telecom Inc. 10475 Park Meadows Drive Littleton, CO 80124 | 6428 | 01/14/2013 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$23,908.35 General Unsecured | Residential Capital, LLC | 12-12020 |
| 83 | TW Telecom Inc. 10475 Park Meadows Drive Littleton, CO 80124 | 215 | 06/28/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$13,395.53 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | TW Telecom Inc. 10475 Park Meadows Drive Littleton, CO 80124 | 6428 | 01/14/2013 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$23,908.35 General Unsecured | Residential Capital, LLC | 12-12020 |
| 84 | West Virginia State Auditors Office, Glen B. Gainer, Auditor G Russell Rollyson WVSAO Capitol Complex, Bldg. 1, Rm-W-100 Charleston, WV 25305 | 549 | 09/18/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,429.97 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 | Amended / Superseded | West Virginia State Auditors Office G Russell Rollyson WVSAO Capitol Complex Bldg 1 Rm W-100 Charleston, WV 25305 | 1150 | 10/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$6,907.30 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 |
| 85 | Wise CAD Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 117 | 06/22/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$3,455.75 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Wise CAD Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 4879 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,489.77 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |
| 86 | Wise CAD Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 118 | 06/22/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$742.04 Secured \$0.00 Priority \$0.00 General Unsecured | PATI Real Estate Holdings, LLC | 12-12047 | Amended / Superseded | Wise CAD Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 4884 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$729.17 Secured \$0.00 Priority \$0.00 General Unsecured | PATI Real Estate Holdings, LLC | 12-12047 |
| 87 | Wise County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 116 | 06/22/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$243.30 Secured \$0.00 Priority \$0.00 General Unsecured | PATI Real Estate Holdings, LLC | 12-12047 | Amended / Superseded | Wise County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 4885 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$238.40 Secured \$0.00 Priority \$0.00 General Unsecured | PATI Real Estate Holdings, LLC | 12-12047 |
| 88 | Wise County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 119 | 06/22/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,318.28 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 | Amended / Superseded | Wise County Elizabeth Weller Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Ste 1600 Dallas, TX 75201 | 4883 | 11/16/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$1,568.13 Secured \$0.00 Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 |